



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
Senior General Attorney

3-042A002

Writer's Direct Dial Number

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February 5, 1993

RECORDATION NO. 9148-0 FILED 1425

FEB 11 1993 10:55 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of January 26, 1993. The primary document to which this is connected is recorded under Recordation No. 9148.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, NY 10260

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
50	Covered Hopper Cars	LO	90354-90403
10	Bottom Dump Hopper Cars	HTS	79990-79999

Victoria Burton
C. O. O'Quinn

Interstate Commerce Commission
Washington, D.C. 20423

2/11/93

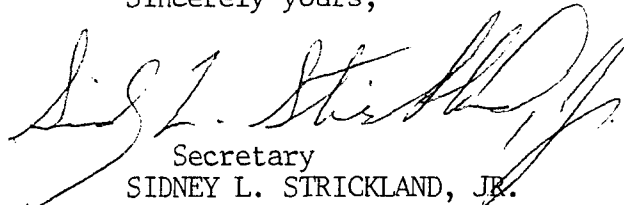
OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Law Dept.
Three Commerce Place
Norfolk, VA. 23510-2101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **2/11/93** at **10:55am**, and assigned
recordation number(s). **9148-0**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/11/93

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1978

RECORDATION NO. 2148
FILED 1425
FEB 13 1993 10:55 AM

RELEASE AND SATISFACTION AND BILL OF SALE
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of January 15, 1978, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1978 (the "Equipment Trust"), hereby certifies that all of the principal of the 8-1/4% Equipment Trust Certificates and dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 26th day of January, 1993.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Trustee


By: Catherine F. Donohue
Trust Officer

ATTEST:

Cheryl Petti
Assistant Secretary

STATE OF)
)
 COUNTY OF)

On this 26th day of January, 1993, before me,
 a Notary Public, personally appeared Catherine F. Donohue,
 to me personally known, who, being by me duly sworn, says he is a
 Trust Officer of Morgan Guaranty Trust Company
 of New York, that the seal affixed to the foregoing instrument is
 the corporate seal of said corporation, that said instrument was
 signed and sealed on behalf of said corporation by authority of
 its Board of Directors, and he acknowledged that the execution of
 the foregoing instrument was the free act and deed of said
 corporation.


 Notary Public

My commission expires:

PETER V. MURPHY
 Notary Public, State of New York
 No. 4984457
 Qualified in Suffolk County
 Certificate Filed in New York County
 Commission Expires July 22, 1993